

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

CITICORP CREDIT SERVICES, INC.,

Plaintiff,

v.

LPL LICENSING, LLC and PHOENIX
LICENSING, L.L.C.,

Defendants.

C.A. No. _____

DEMAND FOR JURY TRIAL

COMPLAINT FOR DECLARATORY JUDGMENT

Plaintiff Citicorp Credit Services, Inc. (“CCSI”) files this Complaint for Declaratory Judgment against Defendants LPL Licensing, LLC (“LPL”) and Phoenix Licensing, L.L.C. (“Phoenix”) (collectively, “Defendants”) and alleges as follows:

Parties

1. Plaintiff CCSI is a Delaware corporation having its principal place of business in Long Island City, New York.
2. Defendant LPL is a Delaware limited liability company having a principal place of business at 10947 East Lillian Lane, Scottsdale, Arizona 85255.
3. Defendant Phoenix is an Arizona limited liability company having a principal place of business at 10947 East Lillian Lane, Scottsdale, Arizona 85255.

Jurisdiction and Venue

4. CCSI brings this civil action under the Patent Laws, Title 35 of the United States Code, and under 28 U.S.C. § 2201 to obtain a declaration of noninfringement and/or

invalidity with respect to U.S. Patent Nos. 5,987,434, 6,076,072, and 6,999,938 (“the patents-in-suit”).

5. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1338(a).

6. Venue is proper under 28 U.S.C. §§ 1391(b) and 1391(c).

Background

7. On information and belief, Phoenix is the owner by assignment of the patents-in-suit and has granted LPL the exclusive right to license the patents-in-suit. At all relevant times, LPL and Phoenix have acted in concert with one another in connection with the patents-in-suit.

8. The patents-in-suit relate generally to apparatuses and methods of transacting, marketing, and selling financial products; preparing client communications involving financial products and services; and replying to inquiries regarding financial products and services.

9. CCSI is a credit card servicing company. Among other things, it prepares and mails solicitations to prospective customers relating to financial products, including credit cards.

10. On August 31, 2007, Defendants filed Case No. 2-07cv-387 in the United States District Court for the Eastern District of Texas, Marshall Division, accusing 22 companies in the financial products and services industry, including certain affiliates of CCSI, of patent infringement with respect to the patents-in-suit.

11. In light of those allegations, CCSI believes that a controversy also exists between it and Defendants over whether CCSI’s business practices have infringed, and are

continuing to infringe, the patents-in-suit and whether the patents-in-suit are valid. This controversy is continuing and ongoing, and is ripe for resolution by the Court.

**First Count: Declaratory Judgment of Noninfringement
and Invalidity of U.S. Patent No. 5,987,434**

12. CCSI hereby restates and realleges the allegations set forth in paragraphs 1-11 and incorporates them by reference.

13. On information and belief, Phoenix is the owner by assignment of U.S. Patent No. 5,987,434, entitled "Apparatus and Method for Transacting Marketing and Sales of Financial Products," and LPL has the exclusive right to license such patent. A copy of U.S. Patent No. 5,987,434 is attached as Exhibit A.

14. CCSI requests a declaration that it has not infringed, and is not infringing, directly, indirectly, contributorily, or otherwise, any valid claim of U.S. Patent No. 5,987,434.

15. CCSI also requests a declaration that the claims of U.S. Patent No. 5,987,434 are invalid under one or more provisions of 35 U.S.C. §§ 102, 103, and/or 112.

**Second Count: Declaratory Judgment of Noninfringement
and Invalidity of U.S. Patent No. 6,076,072**

16. CCSI hereby restates and realleges the allegations set forth in paragraphs 1-15 and incorporates them by reference.

17. On information and belief, Phoenix is the owner by assignment of U.S. Patent No. 6,076,072, entitled "Method and Apparatus for Preparing Client Communications Involving Financial Products and Services," and LPL has the exclusive right to license such patent. A copy of U.S. Patent No. 6,076,072 is attached as Exhibit B.

18. CCSI requests a declaration that it has not infringed, and is not infringing, directly, indirectly, contributorily, or otherwise, any valid claim of U.S. Patent No. 6,076,072.

19. CCSI also requests a declaration that the claims of U.S. Patent No. 6,076,072 are invalid under one or more provisions of 35 U.S.C. §§ 102, 103, and/or 112.

**Third Count: Declaratory Judgment of Noninfringement
and Invalidity of U.S. Patent No. 6,999,938**

20. CCSI hereby restates and realleges the allegations set forth in paragraphs 1-19 and incorporates them by reference.

21. On information and belief, Phoenix is the owner by assignment of U.S. Patent No. 6,999,938, entitled "Automated Reply Generation Direct Marketing System," and LPL has the exclusive right to license such patent. A copy of U.S. Patent No. 6,999,938 is attached as Exhibit C.

22. CCSI requests a court declaration that it has not infringed, and is not infringing, directly, indirectly, contributorily, or otherwise, any valid claim of U.S. Patent No. 6,999,938.

23. CCSI also requests a declaration that the claims of U.S. Patent No. 6,999,938 are invalid under one or more provisions of 35 U.S.C. §§ 102, 103, and/or 112.

Prayer for Relief

WHEREFORE, CCSI prays that this Court:

A. Declare that CCSI has not infringed and is not infringing any valid claim of U.S. Patent Nos. 5,987,434, 6,076,072, and 6,999,938.

B. Declare that all claims of U.S. Patent Nos. 5,987,434, 6,076,072, and 6,999,938 are invalid.

C. Declare this case exceptional under 35 U.S.C. § 285 and award CCSI its costs, disbursements, and attorneys' fees in connection with this action; and

D. Award CCSI such other and further relief as this Court may deem just and proper.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP



Rodger D. Smith II (#3778)

1201 N. Market Street

P.O. Box 1347

Wilmington, DE 19899

(302) 658-9200

Attorneys for Plaintiff

Citicorp Credit Services, Inc.

October 17, 2007

1269329